

Hearing Date: October 18, 2022 at 2:00 p m. (prevailing Eastern Time)
Objection Deadline: October 11, 2022 at 4:00 p m. (prevailing Eastern Time)

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*Proposed Counsel to the Official
Committee of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
VOYAGER DIGITAL HOLDINGS, INC., <i>et al.</i> ,)	
)	Case No. 22-10943 (MEW)
Debtors. ¹)	(Jointly Administered)
)	
)	

**NOTICE OF APPLICATION FOR ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF CASSELS BROCK & BLACKWELL LLP AS CANADIAN COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF VOYAGER
DIGITAL HOLDINGS, INC., ET AL., EFFECTIVE AS OF JULY 29, 2022**

PLEASE TAKE NOTICE that a hearing on the *Application for Order Authorizing the
Employment and Retention of Cassels Brock & Blackwell LLP as Canadian Counsel to the*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Voyager Digital Holdings, Inc.'s and Voyager Digital Ltd.'s principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003. Voyager Digital, LLC's principal place of business is 701 S. Miami Ave, 8th Floor, Miami, FL 33131.

Official Committee of Unsecured Creditors of Voyager Digital Holdings, Inc., et al., Effective as of July 29, 2022 (the “Application”) filed by the Official Committee of Unsecured Creditors of Voyager Digital Holdings, *et al.* (the “Committee”) will be held on **October 18, 2022 at 2:00 p.m., prevailing Eastern Time** (the “Hearing”). In accordance with General Order M-543 dated March 20, 2020, the Hearing will be conducted telephonically. Any parties wishing to participate must do so by making arrangements through CourtSolutions by visiting <https://www.court-solutions.com>.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the relief requested in the Application shall: (a) be in writing; (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and all General Orders applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York; (c) be filed electronically with the Court on the docket of *In re Voyager Digital Holdings, Inc.*, No. 22-10943 (MEW) by registered users of the Court’s electronic filing system and in accordance with all General Orders applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York (which are available on the Court’s website at <http://www.nysb.uscourts.gov>); and (d) be served so as to be actually received by **October 11, 2022 at 4:00 p.m., prevailing Eastern Time**, by the entities on the Master Service List available on the case website of the above-captioned debtors and debtors in possession (the “Debtors”) at <https://cases.stretto.com/Voyager>.

PLEASE TAKE FURTHER NOTICE that only those responses or objections that are timely filed, served, and received will be considered at the Hearing. Failure to file a timely objection may result in entry of a final order granting the Application as requested by the Committee.

PLEASE TAKE FURTHER NOTICE that copies of the Application and other pleadings filed in these chapter 11 cases may be obtained free of charge by visiting the website of Stretto at <https://cases.stretto.com/Voyager>. You may also obtain copies of the Application and other pleadings filed in these chapter 11 cases by visiting the Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: New York, New York
September 7, 2022

MCDERMOTT WILL & EMERY LLP

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Hearing Date: October 18, 2022 at 2:00 p m. (prevailing Eastern Time)
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
VOYAGER DIGITAL HOLDINGS, INC., <i>et al.</i> ,)	
)	Case No. 22-10943 (MEW)
Debtors. ¹)	
)	(Jointly Administered)

**APPLICATION FOR ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF CASSELS BROCK & BLACKWELL LLP AS CANADIAN COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF VOYAGER DIGITAL
HOLDINGS, INC., ET AL., EFFECTIVE AS OF JULY 29, 2022**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the
above-captioned chapter 11 cases (the “Chapter 11 Cases”) of Voyager Digital Holdings, Inc., *et*
al. (collectively, the “Debtors”), respectfully submits this application (the “Application”),

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Voyager Digital Holdings, Inc.’s and Voyager Digital Ltd.’s principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003. Voyager Digital, LLC’s principal place of business is 701 S. Miami Ave, 8th Floor, Miami, FL 33131.

pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules Southern District of New York (the “Local Rules”), for entry of an order (the “Order”), substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), authorizing the Committee to retain and employ Cassels Brock & Blackwell LLP (“Cassels”) as its Canadian counsel in connection with the Chapter 11 Cases. In support of this Application, the Committee submits the declaration of Ryan C. Jacobs, a partner in the Restructuring and Insolvency Group at Cassels, attached hereto as **Exhibit B** (the “Jacobs Declaration”). In further support of this Application, the Committee respectfully represents as follows.

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the Southern District of New York, entered February 1, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Committee confirms its consent to the Court entering a final order in connection with the Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are Bankruptcy Code sections 328(a) and 1103(a), Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1.

BACKGROUND

4. On July 5, 2022 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

5. On July 6, 2022, the Court entered an order authorizing the joint administration and procedural consolidation of the Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b). *See* Docket No. 18.

6. On July 19, 2022, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed the Committee pursuant to Bankruptcy Code section 1102. *See* Docket No. 102. The Committee currently comprises: (i) Jason Raznick; (ii) Russell G. Stewart; (iii) Brandon Mullenberg; (iv) Richard Kiss for Thincat Trust; (v) Christopher Moser; (vi) Byron Walker; and (vii) Melissa and Adam Freeman. As of the date hereof, no request for the appointment of a trustee or examiner has been made in the Chapter 11 Cases.

7. On July 22, 2022, the Committee selected McDermott as its proposed counsel, subject to this Court’s approval. On July 25, 2022, the Committee selected FTI Consulting, Inc. (“FTI”) to serve as its financial advisor, subject to this Court’s approval.

8. On July 8, 2022, Voyager Digital Ltd. (“VDL”) commenced proceedings under Part IV of the *Companies’ Creditors Arrangement Act* (the “Recognition Proceedings”) by filing a notice of application with the Ontario Superior Court of Justice (Commercial List) in Toronto (the “Canadian Court”). On July 12, 2022, Justice Kimmel issued both an Initial Recognition Order and a Supplemental Order, among other things, recognizing the Chapter 11 Case of VDL as a foreign proceeding, but reserving her determination on whether to recognize the proceeding as a “foreign main proceeding” or a “foreign non-main proceeding”. Following further argument,

on August 8, 2022, Justice Kimmel issued an amended and restated initial recognition order, finding that VDL's Chapter 11 Case should be recognized as a foreign main proceeding.

9. In light of the Recognition Proceedings in Canada, the Committee determined that it was appropriate to retain Canadian counsel. On July 29, 2022, the Committee selected Cassels as its proposed Canadian counsel, subject to Court approval.

RELIEF REQUESTED

10. The Committee seeks to retain and employ Cassels as its Canadian counsel pursuant to Bankruptcy Code sections 328(a) and 1103(a), Bankruptcy Rules 2014 and 2016 and Local Rules 2014-1 and 2016-1, effective as of July 29, 2022.

RETENTION OF CASSELS

11. The Committee respectfully submits that it is necessary and appropriate for it to employ and retain Cassels as its Canadian counsel to, among other things:

- a. Advise the Committee in connection with the Recognition Proceedings, including enforcement of the Bankruptcy Court's orders in Canada, application of comity, and coordination of cross-border issues;
- b. Appear in the Canadian Court, in connection with the Recognition Proceedings, on behalf of the Committee;
- c. Assist with any Canadian claims analysis, including advising on claims based on Canadian legal principles;
- d. Evaluate, analyze and report on any litigation in Canada and any related applications;
- e. Prepare on behalf of the Committee necessary Canadian applications, motions, memoranda, orders, reports and other legal papers, if any;
- f. Evaluate any Canadian issues that may arise in connection with evaluation, negotiation or implementation of any plan of reorganization or sale transaction(s);
- g. Advise in respect of the intersection of Canadian insolvency, corporate law, or other Canadian legal issues on cross-border matters; and
- h. Provide such other Canadian legal services as the Committee or McDermott may request.

12. In accordance with Part F of the Revised UST Guidelines (as defined below),

McDermott will serve as lead counsel to the Committee. Cassels will have primary responsibility for the Canadian services described above. Cassels will coordinate carefully with the Committee's other professionals to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

13. The Committee believes that Cassels possesses unique and extensive knowledge and expertise in the areas of law relevant to the Recognition Proceedings, and that Cassels is well-qualified to represent the Committee. In selecting counsel, the Committee sought lawyers with considerable experience in representing official creditors' committees in cross-border proceedings and other debt restructurings. Cassels has such experience, as Cassels has represented official committees in many significant cross-border chapter 11 cases, including, among others, the following: *In re Mallinkrodt LPC, et al.*, Case No. 12-12522 (JTD) (Bankr. D. Del. Jan. 12, 2021) [Docket No. 1140]; *In re Aegerion Pharmaceuticals, Inc., et al.*, Case No. 19-11632 (MG) (Bankr. S.D.N.Y. Sep. 3, 2019) [Docket No. 291]; *In re BPSUS Holdings, Inc.*, Case No. 16-12373 (KLC) (Bankr. D. Del. Dec. 13, 2016) [Docket No. 272]; and *In re Nortel Networks Inc.*, Case No. 09-10138 (KG) (Bankr. D. Del. March 17, 2014) [Docket No. 13172]. The Cassels professionals on this matter have extensive experience in cross-border restructurings, having represented significant stakeholder groups and committees in numerous U.S./Canadian cross-border restructuring proceedings. Moreover, certain of the lawyers at Cassels working on this matter also have prior experience practicing in the U.S. and representing official committees, making them uniquely situated to advise the Committee on cross-border matters.

14. Because of the legal services that may be necessary in the Recognition Proceedings, and the fact that the full nature and extent of such services are not known at this

time, the Committee believes that the employment of Cassels to provide the services described above and such other services as may be necessary for the Committee to satisfy its obligations to the Debtors' general unsecured creditors is appropriate and in the best interests of the Debtors' estates and their creditors.

15. The Committee requests that all fees and related costs and expenses incurred by the Committee on account of services rendered by Cassels in connection with the Chapter 11 Cases (and Recognition Proceedings) be paid as administrative expenses of the Debtors' estates pursuant to Bankruptcy Code sections 328, 330, 331, 503(b) and 507(a)(2). Subject to this Court's approval, Cassels will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered, subject to Bankruptcy Code sections 328, 330. and 331. The hourly rates charged by Cassels for professionals and paraprofessionals employed in its offices are provided below:

<u>Billing Category</u>	<u>Range²</u>
Partners	\$630.00 - \$1,100.00
Associates	\$400.00 - \$680.00
Paraprofessionals	\$205.00 - \$485.00
Counsels	\$655.00 - \$1,070.00
Law Students	\$145.00 - \$195.00

16. These rates are subject to periodic adjustments (typically in January of each year)³ to reflect economic and other conditions. Cassels reserves the right to file an application for allowance of an enhanced fee award at the end of the Chapter 11 Cases, subject to the discretion of the Committee.

17. Cassels has advised the Committee that it is Cassels' policy to charge its clients in all areas of practice for expenses incurred in connection with the client's case. The expenses

² The rates set out in this Application are, consistent with Cassels' standard practice, expressed in Canadian Dollars. For the convenience of the parties, Cassels will render its accounts in U.S. Dollars.

³ Cassels revised its rates for certain professionals effective August 1, 2022.

charged to clients include, among other things, photocopying charges, travel expenses, expenses for “working meals” and computerized research. Cassels will maintain detailed records of actual and necessary costs and expenses incurred in connection with the legal services described above.

18. The names, positions and current hourly rates of the Cassels lawyers currently expected to have primary responsibility for providing services to the Committee are as follows:

LAWYER	POSITION/DEPARTMENT	HOURLY RATE ⁴
Ryan C. Jacobs	Partner / Restructuring and Insolvency	\$1,150.00
Natalie E. Levine	Partner / Restructuring and Insolvency	\$735.00
Natalie Thompson	Associate / Restructuring and Insolvency	\$400.00

19. In addition to the lawyers named above, the Committee understands that it will be necessary during the course of these cases for other Cassels professionals in other legal disciplines to provide services to the Committee.

20. Cassels has advised the Committee that it will apply for compensation and reimbursement of expenses in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules and the applicable Local Rules. Cassels has advised the Committee that it also intends to make a reasonable effort to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the “Revised UST Guidelines”), both in connection with this Application and in the interim and final fee applications to be filed by Cassels in the Chapter 11 Cases.⁵ To that end, Cassels has advised

⁴ These rates reflect the standard hourly rates for the professionals as of August 1, 2022. Cassels has agreed to a voluntary 10% discount on hourly rates, which will be reflected in each monthly account.

⁵ Cassels’ intention to make reasonable efforts to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the Revised UST Guidelines in connection with this Application and the interim and final fee applications to be filed by Cassels in the Chapter 11 Cases is based exclusively on the facts and circumstances of the Chapter 11 Cases. Cassels fully reserves the right to object to the requirements contained in the Revised UST Guidelines should it determine that it is appropriate to do so.

the Committee that it responds to the questions set forth in Section D of the Revised UST

Guidelines as follows:

- a. Cassels did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement, except that Cassels has agreed to convert its monthly accounts to U.S. dollars at the prevailing Bank of Canada exchange rate, and Cassels has agreed to provide a 10% discount on its standard hourly rates, which discount will be reflected in each of its monthly accounts;
- b. No rate for any of the professionals included in this engagement varies based on the geographic location of the bankruptcy case;
- c. Cassels did not represent any member of the Committee in connection with the Chapter 11 Cases prior to its retention by the Committee;
- d. Cassels expects to develop a prospective budget and staffing plan to comply reasonably with the U.S. Trustee's request for information and additional disclosures, as to which Cassels reserves all rights; and
- e. The Committee has approved Cassels' proposed hourly billing rates. The Cassels key lawyers staffed on the Debtors' Chapter 11 Cases, subject to modification depending upon further development, are set forth above in paragraph 17.

21. Upon information and belief, Cassels does not represent and does not hold any interest adverse to the Debtors' estates or their creditors in the matters upon which Cassels is to be engaged, except to the extent set forth in the Jacobs Declaration. Cassels is, however, a large firm with a national practice and may represent or may have represented certain of the Debtors' creditors, equity holders, related parties or other parties in interest in matters unrelated to these cases.

NUNC PRO TUNC RELIEF

22. The Committee believes that the employment of Cassels *nunc pro tunc* to July 29, 2022 is warranted under the circumstances. Cassels has provided, and will continue to provide, valuable services to the Committee in connection with the Chapter 11 Cases and Recognition Proceedings. As noted above, on July 29, 2022, the Committee selected Cassels as its Canadian counsel and requested that Cassels immediately commence work on important, time-sensitive

matters, which required Cassels to devote significant resources, promptly, to the Debtors' Chapter 11 Cases prior to the submission and approval of this Application. Since its selection as counsel to the Committee, Cassels, on behalf of the Committee, has worked closely with the Committee's other proposed advisors, and other parties in interest regarding significant and time-sensitive matters, including but not limited to matters addressed through the Recognition Proceedings such as: (i) the recognition of the Debtors' second day orders and bar date motion and (ii) the motion of a proposed class representative for appointment of representative counsel and an equity committee by the Canadian Court.

NOTICE

23. Notice of this Application has been provided in accordance with the *Final Order (I) Establishing Certain Notice, Case Management, and Administrative Procedures and (II) Granting Related Relief* [Docket No. 240]. The Committee submits that, in light of the nature of the relief requested, no other or further notice need be given.


CONCLUSION

WHEREFORE, the Committee requests that the Court (a) enter an order, substantially in the form of the Proposed Order, authorizing the Committee to retain and employ Cassels as its Canadian counsel in the Chapter 11 Cases effective as of July 29, 2022 and (b) provide the Committee with such other and further relief as the Court may deem just, proper and equitable.

Dated: New York, New York
September 7, 2022

Respectfully submitted,

**THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF VOYAGER DIGITAL HOLDINGS, INC., *ET*
*AL.***

By: 
Jason Raznick, not in his individual capacity but
solely as Chair of the Official Committee of
Unsecured Creditors of Voyager Digital
Holdings, Inc., *et al.*

CERTIFICATE OF SERVICE

I hereby certify that on this 7th day of September 2022, a true and correct copy of the foregoing *Application for Order Authorizing the Employment and Retention of Cassels Brock & Blackwell LLP as Canadian Counsel to the Official Committee of Unsecured Creditors of Voyager Digital Holdings, Inc., et al. Effective as of July 29, 2022* has been served on the Service List via (i) electronic notification pursuant to the CM/ECF system for the United States Bankruptcy Court for the Southern District of New York, (ii) e-mail, or (iii) First Class U.S. Mail, as indicated in the service list attached hereto.

/s/ Darren Azman
Darren Azman

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SERVICE LIST

Name	Attention	Address 1	Address 2	City	State	Zip	Country	Email	Method of Service
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STATE OF NEBRASKA	OFFICE OF THE ATTORNEY GENERAL	2115 STATE CAPITOL		LINCOLN	NE	68509			VIA FIRST CLASS MAIL
STATE OF NEVADA	OFFICE OF THE ATTORNEY GENERAL	OLD SUPREME COURT BUILDING	100 N CARSON ST	CARSON CITY	NV	89701			VIA FIRST CLASS MAIL
STATE OF NEW HAMPSHIRE	OFFICE OF THE ATTORNEY GENERAL	NH DEPARTMENT OF JUSTICE	33 CAPITOL ST.	CONCORD	NH	03301		ATTORNEYGENERAL@DOJ.NH.GOV	VIA E-MAIL
STATE OF NEW JERSEY	OFFICE OF THE ATTORNEY GENERAL	RICHARD J. HUGHES JUSTICE COMPLEX	25 MARKET ST 8TH FL, WEST WING BOX 080	TRENTON	NJ	08611			VIA FIRST CLASS MAIL
STATE OF NEW MEXICO	OFFICE OF THE ATTORNEY GENERAL	408 GALISTEO STREET	VILLAGRA BUILDING	SANTA FE	NM	87501		HBALDERAS@NMAG.GOV	VIA E-MAIL
STATE OF NEW YORK	OFFICE OF THE ATTORNEY GENERAL	THE CAPITOL	2ND FLOOR	ALBANY	NY	12224			VIA FIRST CLASS MAIL
STATE OF NORTH CAROLINA	OFFICE OF THE ATTORNEY GENERAL	114 W EDENTON ST		RALEIGH	NC	27603			VIA FIRST CLASS MAIL
STATE OF NORTH DAKOTA	OFFICE OF THE ATTORNEY GENERAL	STATE CAPITOL, 600 E	DEPT. 125	BISMARCK	ND	58505		NDAG@ND.GOV	VIA E-MAIL
STATE OF OHIO	OFFICE OF THE ATTORNEY GENERAL	STATE OFFICE TOWER	30 E BROAD ST 14TH FL	COLUMBUS	OH	43215			VIA FIRST CLASS MAIL
STATE OF OKLAHOMA	OFFICE OF THE ATTORNEY GENERAL	313 NE 21ST ST		OKLAHOMA CITY	OK	73105		QUESTIONS@OAG.OK.GOV	VIA E-MAIL
STATE OF OREGON	OFFICE OF THE ATTORNEY GENERAL	1162 COURT ST NE		SALEM	OR	97301-4096		ELLEN.ROSENBLUM@DOG.STATE.OR.US ATTORNEYGENERAL@DOJ.STATE.OR.U	VIA E-MAIL
STATE OF PENNSYLVANIA	OFFICE OF THE ATTORNEY GENERAL	STRAWBERRY SQUARE 16TH FL		HARRISBURG	PA	17120			VIA FIRST CLASS MAIL
STATE OF RHODE ISLAND	OFFICE OF THE ATTORNEY GENERAL	150 S MAIN ST		PROVIDENCE	RI	02903		AG@RIAG.RI.GOV	VIA E-MAIL
STATE OF SOUTH CAROLINA	OFFICE OF THE ATTORNEY GENERAL	PO BOX 11549		COLUMBIA	SC	29211			VIA FIRST CLASS MAIL
STATE OF SOUTH CAROLINA	OFFICE OF THE ATTORNEY GENERAL	REMBERT C. DENNIS BLDG	1000 ASSEMBLY ST RM 519	COLUMBIA	SC	29201			VIA FIRST CLASS MAIL
STATE OF SOUTH DAKOTA	OFFICE OF THE ATTORNEY GENERAL	1302 E HIGHWAY 14, STE 1		PIERRE	SD	57501-8501			VIA FIRST CLASS MAIL

STATE OF TENNESSEE	OFFICE OF THE ATTORNEY GENERAL	PO BOX 20207		NASHVILLE	TN	37202-0207		VIA FIRST CLASS MAIL
STATE OF TEXAS	OFFICE OF THE ATTORNEY GENERAL	300 W. 15TH ST		AUSTIN	TX	78701		VIA FIRST CLASS MAIL
STATE OF UTAH	OFFICE OF THE ATTORNEY GENERAL	UTAH STATE CAPITOL COMPLEX	350 NORTH STATE ST STE 230	SALT LAKE CITY	UT	84114	UAG@UTAH.GOV	VIA E-MAIL
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STATE OF VIRGINIA	OFFICE OF THE ATTORNEY GENERAL	202 N. NINTH ST.		RICHMOND	VA	23219	MAIL@OAG.STATE.VA.US	VIA E-MAIL
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STATE OF WASHINGTON	OFFICE OF THE ATTORNEY GENERAL	PO BOX 40100		OLYMPIA	WA	98504-00		VIA FIRST CLASS MAIL
STATE OF WEST VIRGINIA	OFFICE OF THE ATTORNEY GENERAL	STATE CAPITOL, 1900 KANAWHA	BUILDING 1 RM E-26	CHARLESTON	WV	25305	CONSUMER@WVAGO.GOV	VIA E-MAIL
STATE OF WISCONSIN	OFFICE OF THE ATTORNEY GENERAL	17 WEST MAIN STREET, ROOM 114 EAST P		MADISON	WI	53702		VIA FIRST CLASS MAIL
STATE OF WYOMING	OFFICE OF THE ATTORNEY GENERAL	109 STATE CAPITOL		CHEYENNE	WY	82002		VIA FIRST CLASS MAIL
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ORACLE AMERICA, INC.	BUCHALTER, A PROFESSIONAL CORPORATION	425 MARKET ST.	SUITE 2900	SAN FRANCISCO	CA	94105	SCHRISTIANSON@BUCHALTER.COM	VIA ECF
ALAMEDA RESEARCH LLC & AFFILIATES	SULLIVAN & CROMWELL LLP	125 BROAD STREET		NEW YORK	NY	10004	DIETDERICH@SULLCROM.COM GLUECKSTEIN@SULLCROM.COM BELLERB@SULLCROM.COM	VIA ECF VIA ECF VIA E-MAIL
VOYAGER DIGITAL HOLDINGS, INC., ET AL.	KIRKLAND & ELLIS LLP KIRKLAND & ELLIS INTERNATIONAL LLP	601 LEXINGTON AVENUE		NEW YORK	NY	10022	JSUSSBERG@KIRKLAND.COM CMARCUS@KIRKLAND.COM CHRISTINE.OKIKE@KIRKLAND.COM ALLYSON.SMITH@KIRKLAND.COM	VIA ECF VIA E-MAIL VIA E-MAIL VIA E-MAIL
EMERALD OCEAN ISLE, LLC, AMANO GLOBAL HOLDINGS, INC., SHINGO LAVINE, AND ADAM LAVINE	C/O GOLDSTEIN & MCCLINTOCK LLP	ATTN: MATTHEW E. MCCLINTOCK, HARLEY GOLDSTEIN, AND STEVE YACHIK	111 W WASHINGTON STREET SUITE 1221	CHICAGO	IL	60602	MATTM@GOLDMCLAW.COM HARLEYG@RESTRUCTURINGSHP.COM STEVENY@GOLDMCLAW.COM	VIA E-MAIL VIA E-MAIL VIA E-MAIL
EMERALD OCEAN ISLE, LLC, AMANO GLOBAL HOLDINGS, INC., SHINGO LAVINE, AND ADAM LAVINE	C/O LAW OFFICES OF DOUGLAS T. TABACHNIK, P.C.	ATTN: DOUGLAS T. TABACHNIK	63 WEST MAIN STREET SUITE C	FREEHOLD	NJ	07728-2141	DTABACHNIK@DTTLAW.COM	VIA ECF
AND ADAM LAVINE								
MATTHEW EDWARDS	C/O LIZ GEORGE AND ASSOCIATES	ATTN: LYSBETH GEORGE	8101 S. WALKER SUITE F	OKLAHOMA CITY	OK	73139	GEORGEAWOK@GMAIL.COM	VIA ECF
TEXAS STATE SECURITIES BOARD	OFFICE OF THE ATTORNEY GENERAL OF TEXAS	ATTN: ABIGAIL R RYAN, LAYLA D MILLIGAN & JASON B BINFORD	BANKRUPTCY & COLLECTIONS DIVISION PO BOX 12548	AUSTIN	TX	78711-2548	ABIGAIL.RYAN@OAG.TEXAS.GOV LAYLA.MILLIGAN@OAG.TEXAS.GOV JASON.BINFORD@OAG.TEXAS.GOV	VIA ECF VIA E-MAIL VIA E-MAIL
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OFFICE OF THE ATTORNEY GENERAL	BANKRUPTCY DIVISION	ATTN: MARVIN E. CLEMENTS, JR.	BANKRUPTCY DIVISION P.O. BOX 20207	NASHVILLE	TN	37202-0207	AGBANKNEWYORK@AG.TN.GOV	VIA ECF
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ROBERT SNYDERS & LISA SNYDERS	C/O JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP	ATTN: ANGELINA E. LIM	401 E JACKSON STREET SUITE 3100	TAMPA	FL	33602	ANGELINAL@JPFFIRM.COM	VIA ECF
MICHAEL LEGG	C/O MCCARTHY, LEBIT, CRYSTAL & LIEFFMAN CO.	ATTN: ROBERT R. KRACHT & NICHOLAS R. OLESKI	1111 SUPERIOR AVENUE EAST SUITE 2700	CLEVELAND	OH	44114	RRK@MCCARTHYLEBIT.COM NRO@MCCARTHYLEBIT.COM	VIA E-MAIL VIA ECF
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ILLINOIS SECRETARY OF STATE	C/O OFFICE OF THE ATTORNEY GENERAL	ATTN: JOHN P. REDING	100 W. RANDOLPH ST FLOOR 13	CHICAGO	IL	60601	JOHN.REDING@ILAG.GOV	VIA ECF
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GEORGIA DEPARTMENT OF BANKING AND FINANCE		ATTN: NATHAN HOVEY, ASSISTANT ATTORNEY GENERAL	DEPARTMENT OF LAW 40 CAPITOL SQUARE SW	ATLANTA	GA	30334	NHOVEY@LAW.GA.GOV	VIA ECF
MARK CUBAN AND DALLAS BASKETBALL LIMITED, D/B/A DALLAS MAVERICKS	C/O BROWN RUDNICK LLP	ATTN: SIGMUND S. WISSNER-GROSS ESQ. & KENNETH J. AULET	SEVEN TIMES SQUARE	NEW YORK	NY	10036	SWISSNER-GROSS@BROWNRUDNICK.COM KAULET@BROWNRUDNICK.COM	VIA ECF VIA E-MAIL
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ED BOLTON	C/O AKERMAN LLP	ATTN: R. ADAM SWICK, JOHN H. THOMPSON, JOANNE GELFAND	1251 AVENUE OF THE AMERICAS, 37TH FL	NEW YORK	NY	10020	ADAM.SWICK@AKERMAN.COM JOHN.THOMPSON@AKERMAN.COM JOANNE.GELFAND@AKERMAN.COM	VIA ECF VIA E-MAIL VIA E-MAIL
ION GIACOBBE		ATTN: A. MANNY ALICANDRO	11 BROADWAY, SUITE 615	NEW YORK	NY	10004	MANNY@ALICANDROLAWOFFICE.COM	VIA ECF

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

VOYAGER DIGITAL HOLDINGS, INC., *et al.*,

Debtors.¹

)
) Chapter 11
)

) Case No. 22-10943 (MEW)

) (Jointly Administered)
)
)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF CASSELS
BROCK & BLACKWELL LLP AS CANADIAN COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF VOYAGER
DIGITAL HOLDINGS, INC., *ET AL.*, EFFECTIVE JULY 29, 2022**

Upon the *Application for Order Authorizing the Employment and Retention of Cassels Brock & Blackwell LLP as Canadian Counsel to the Official Committee of Unsecured Creditors of Voyager Digital Holdings, Inc., et al., Effective as of July 29, 2022* (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) of Voyager Digital Holdings, Inc., *et al.* (collectively, the “Debtors”) for entry of an order (this “Order”) authorizing the Committee to employ and retain Cassels Brock & Blackwell LLP (“Cassels”) as its legal counsel effective as of July 29, 2022, all as more fully set forth in the Application; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the Southern District of New York, entered February 1, 2012; and this Court having the power to enter a final order consistent with Article III of the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Voyager Digital Holdings, Inc.’s and Voyager Digital Ltd.’s principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003. Voyager Digital, LLC’s principal place of business is 701 S. Miami Ave, 8th Floor, Miami, FL 33131.

² Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Application.

United States Constitution; and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Committee's notice of the Application and opportunity for a hearing on the Application were appropriate under the circumstances and no other notice need be provided; and the Court having reviewed the Application and Jacobs Declaration and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Application, the Jacobs Declaration, and at the Hearing establish just cause for the relief granted herein; and the Court being satisfied, based on the representations made in the Application and the Jacobs Declaration, that Cassels is a "disinterested person" as defined in Bankruptcy Code section 101(14) and does not hold or represent an interest adverse to the Debtors' estates with respect to any of the matters for which Cassels is to be engaged; and the Court finding that the employment of Cassels is necessary to the performance of the Committee's duties; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The relief requested in the Application is granted as set forth herein.
2. In accordance with Bankruptcy Code sections 328(a) and 1103(a) and Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-1, the Committee is hereby authorized and empowered to retain and employ Cassels as its Canadian counsel to represent it in these cases under chapter 11 of the Bankruptcy Code on the terms set forth in the Application and the Jacobs Declaration, effective as of July 29, 2022.

3. Cassels shall be compensated in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules, the applicable Local Rules and any other applicable order of the Court.

4. Cassels shall file a supplemental declaration with this Court and give not less than 10 business days' notice to the Debtors, the U.S. Trustee and the Committee prior to implementing any increases in the rates set forth in the Jacobs Declaration in these cases. The supplemental declaration shall explain the basis for the requested rate increases in accordance with Bankruptcy Code section 330(a)(3)(F) and state whether the Committee has consented to the rate increase.

5. The Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Application.

6. To the extent any provision of the Application is inconsistent with this Order, the terms of this Order shall govern.

7. The terms and conditions of this order shall be immediately effective and enforceable upon its entry.

8. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this order.

EXHIBIT B

Jacobs Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
VOYAGER DIGITAL HOLDINGS, INC., <i>et al.</i> ,)	
)	Case No. 22-10943 (MEW)
)	
Debtors. ¹)	(Jointly Administered)
)	
)	

**DECLARATION OF RYAN C. JACOBS IN SUPPORT OF THE APPLICATION FOR
ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF CASSELS
BROCK & BLACKWELL LLP AS CANADIAN COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF VOYAGER DIGITAL HOLDINGS,
INC., ET AL. EFFECTIVE AS OF JULY 29, 2022**

Under 28 U.S.C. § 1746, I, Ryan C. Jacobs, declare as follows under the penalty of perjury:

1. I am a lawyer admitted to practice in the Province of Ontario and in the State of New York. I am a partner at the law firm of Cassels Brock & Blackwell LLP (“Cassels”). Cassels maintains offices at, among other places, 40 King Street West, Toronto, Ontario Canada M5H 3C2. There are no disciplinary proceedings pending against me.

2. I am with familiar with the matters set forth herein and make this declaration (the “Declaration”) pursuant to Bankruptcy Rule 2014(a) in support of the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) of Voyager Digital Holdings, Inc., *et al.* (collectively, the “Debtors”) for entry of an order authorizing the employment and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Voyager Digital Holdings, Inc.’s and Voyager Digital Ltd.’s principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003. Voyager Digital, LLC’s principal place of business is 701 S. Miami Ave, 8th Floor, Miami, FL 33131.

² Capitalized terms used but not defined herein have the meanings ascribed to them in the Application.

retention of Cassels as Canadian counsel to the Committee. Unless otherwise stated, I have personal knowledge of the facts set forth herein.

3. On July 19, 2022, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed the Committee pursuant to Bankruptcy Code section 1102. *See* Docket No. 102. The Committee currently comprises: (i) Jason Raznick; (ii) Russell G. Stewart; (iii) Brandon Mullenberg; (iv) Richard Kiss for Thincat Trust; (v) Christopher Moser; (vi) Byron Walker; and (vii) Melissa and Adam Freeman. As of the date hereof, no request for the appointment of a trustee or examiner has been made in the Chapter 11 Cases.

4. On July 22, 2022, the Committee selected McDermott as its proposed counsel, subject to this Court’s approval. On July 25, 2022, the Committee selected FTI Consulting, Inc. (“FTI”) to serve as its financial advisor, subject to this Court’s approval.

24. On July 8, 2022, Voyager Digital Ltd. (“VDL”) commenced proceedings under Part IV of the *Companies’ Creditors Arrangement Act* (the “Recognition Proceeding”) by filing a notice of application with the Ontario Superior Court of Justice (Commercial List) in Toronto (the “Canadian Court”). On July 12, 2022, Justice Kimmel issued both an Initial Recognition Order and a Supplemental Order, among other things, recognizing the Chapter 11 Case of VDL as a foreign proceeding, but reserving her determination on whether to recognize the proceeding as a “foreign main proceeding” or a “foreign non-main proceeding”. Following further argument, on August 8, 2022, Justice Kimmel issued an amended and restated initial recognition order, finding that VDL’s Chapter 11 Case should be recognized as a foreign main proceeding.

5. In light of the Recognition Proceedings in Canada, the Committee determined that it was appropriate to retain Canadian counsel. On July 29, 2022, the Committee selected Cassels as its proposed Canadian counsel, subject to Court approval.

6. I am not, nor is Cassels, an insider of the Debtors. Except as set forth below, neither Cassels nor I hold directly any claim, debt or equity security of the Debtors.

7. To the best of my knowledge and information, no partner or employee of Cassels has been, within two years from the Petition Date, a director, officer or employee of the Debtors as specified in Bankruptcy Code section 101(14)(B).

8. Cassels does not have an interest materially adverse to the interests of the Debtors' estates or of any class of creditors or equity security holders of the Debtors, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, as specified in Bankruptcy Code section 101(14)(C), or for any other reason.

9. Cassels does not currently represent the Debtors or, to the best of my knowledge and information, any of their related parties, affiliates, partners or subsidiaries. Moreover, Cassels will not undertake the representation of any party other than the Committee in connection with the Chapter 11 Cases.

10. To the best of my knowledge and information, Cassels neither holds nor represents any interest adverse to the Committee, the Debtors, their creditors or other parties in interest or their respective attorneys in the Chapter 11 Cases. Based upon information available to me, I believe that Cassels is a "disinterested person" within the meaning of Bankruptcy Code section 101(14).

11. In preparing this Declaration, through my colleagues, I submitted to Cassels' computerized client and conflict database (the "Conflict Database") the names set forth in the interested party list provided by the Debtors. Attached hereto as Schedule 1 (collectively, the "Searched Parties") is the list of potential parties in interest that was checked against the Conflicts Database.

12. The Conflict Database maintained by Cassels is designed to include every matter on which the firm is now and has been engaged, by which entity the firm is now or has been engaged and, in each instance, the identity of related parties and adverse parties and certain of the lawyers in the firm that are knowledgeable about the matter. It is Cassels' policy that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the Conflict Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, Cassels maintains and updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records.

13. For purposes of this Declaration, the Cassels professionals responsible for maintenance of the Conflict Database prepared a list of any matches between the Searched Parties and the Conflict Database, together with the names of the respective Cassels professionals responsible for the identified entities on the Conflict Database. Cassels staff and lawyers then reviewed these matches and deleted obvious name coincidences. Those results in which Cassels had represented the client or an affiliate since July 29, 2019 were compiled for purposes of being disclosed in this Declaration.

Representation of Parties in Interest

14. Set forth in Schedule 2 annexed hereto is a list of the Searched Parties from Schedule 1 (Searched Parties) that was either: (i) a client to whom time was posted in the 12 months preceding July 29, 2022, the date the Committee selected Cassels as its proposed Canadian counsel (the "Current Clients") in matters wholly unrelated to the Chapter 11 Cases and the Recognition Proceedings; (ii) a client to whom time was posted between 12 and 36 months preceding July 29, 2022, the date the Committee selected Cassels as its proposed counsel, but for

whom no time has been posted in the 12 months preceding July 22, 2022 (“Former Clients”); or (iii) a client to whom time was posted in the 36 months preceding July 22, 2022, the date the Committee selected Cassels as its proposed counsel, but for which the client representation has been closed (“Closed Clients”). In connection with the services to be rendered to the Committee, Cassels will not commence a cause of action against any Current Client with respect to the Chapter 11 Cases, unless Cassels has received a waiver from the Current Client allowing Cassels to commence such an action. In connection with the Chapter 11 Cases, to the extent any causes of action are commenced by or against any Current Client, and a waiver letter is not obtained permitting Cassels to participate in such action, Cassels will not act on such matters. In light of Cassels’ role for the Committee in these proceedings, Cassels does not anticipate any such conflicts will arise.

**Connections with Parties Representing 1% or More of
Cassels’ Revenues for 2020, 2021 or 2022**

15. At the inception of this engagement, Cassels reviewed the information relating to the parties involved in a bankruptcy case to determine whether any such party, together with its known related entities, were clients of Cassels and, as a result, made payments to Cassels for services rendered in the calendar year prior to the date of review that in the aggregate for each such party exceeds 1% of Cassels' total revenues for such calendar year. In connection with this Declaration, Cassels has reviewed similar information for the years 2020, 2021, 2022.

16. Cassels’ revenues for services rendered on behalf of each of the parties identified in Schedule 1 (Searched Parties) with respect to each such party, was less than 1% of Cassels’ annual revenue in each calendar year 2020, 2021, 2022.

Connections with Members of the Official Committee of Unsecured Creditors

17. Cassels does not represent and has not previously represented any member of the Committee in matters unrelated to the Chapter 11 Cases.

Other Connections and General Disclosures

18. As a result of Cassels' review of the Conflict Database, Cassels makes the following additional disclosure:

- a. A former Cassels partner who departed the firm in 2021 represented a director of the company in matters wholly unrelated to the Chapter 11 Cases and the Recognition Proceedings. The partner has left the firm and no other timekeepers billed time to the closed matter.
- b. Prior to the commencement of the Chapter 11 Cases, a Cassels partner represented a shareholder in connection with acquisition of shares of Voyager Digital Ltd. The matter is closed, and the shareholder does not appear on the list of interested parties, but Cassels makes this disclosure out of an abundance of caution.
- c. Cassels previously acted as counsel for UC Resources Ltd. ("UC Resources"), a Canadian public company, in connection with its acquisition of Voyager Digital Holdings, Ltd. which was completed on February 6, 2019. UC Resources subsequently changed its name to Voyager Digital (Canada) Ltd. (effective February 6, 2019) and then to the current Voyager Digital Ltd. (effective July 16, 2020), and continued to carry on the business of Voyager. Cassels' engagement with UC Resources ended following the acquisition in 2019.

19. Cassels may have represented in the past and/or may currently represent or in the future represent entities (other than parties in the attached schedules) not currently known to Cassels in matters wholly unrelated to the Chapter 11 Cases who may be parties in interest in these cases. To the extent that Cassels discovers any such information or needs to update the information disclosed herein, Cassels will disclose such information by filing a supplemental declaration pursuant to Bankruptcy Rule 2014.

20. In addition to the foregoing, after reasonable inquiry, I do not believe there is any connection between Cassels and the U.S. Trustee or any person known by me to be employed as an attorney with the office of such U.S. Trustee.

21. It is possible that a professionally managed retirement plan on behalf of Cassels employees or members of a 401(k) type plan may hold equity interests in or other securities of the Debtors, but it is unknown to me at this time.

22. None of Cassels' representations of creditors or other parties in interest who are involved in these Chapter 11 Cases comprise a material component of Cassels' practice, nor does Cassels currently represent such parties on any issue relating to these Chapter 11 Cases. For the reasons stated herein, Cassels represents no interests adverse to the Debtors' individual creditors or the Committee and, therefore, is capable of fulfilling its duties to the Committee.

Compensation

23. Cassels is willing to be retained by the Committee as its counsel and will make appropriate applications to this Court pursuant to Bankruptcy Code sections 330 and 331 for compensation and reimbursement of out-of-pocket expenses, all in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any other applicable order of the Court. Cassels will bill at its standard hourly rates which currently are:

<u>Billing Category</u>	<u>Range³</u>
Partners	\$630.00 - \$1,100.00
Associates	\$400.00 - \$680.00
Paraprofessionals	\$205.00 - \$485.00
Counsels	\$655.00 - \$1,070.00
Law Students	\$145.00 - \$195.00

The names, positions and current hourly rates of the Cassels lawyers currently expected to have primary responsibility for providing services to the Committee are as follows:

LAWYER	POSITION/DEPARTMENT	HOURLY RATE⁴
Ryan C. Jacobs	Partner / Restructuring and Insolvency	\$1,150.00
Natalie E. Levine	Partner / Restructuring and Insolvency	\$735.00

³ The rates set out in this Application are, consistent with Cassels' standard practice, expressed in Canadian Dollars. For the convenience of the parties, Cassels will render its accounts in U.S. Dollars.

⁴ These rates reflect the standard hourly rates for the professionals as of August 1, 2022. Cassels has agreed to a voluntary 10% discount on its hourly rates, which will be reflected in each monthly account

LAWYER	POSITION/DEPARTMENT	HOURLY RATE ⁴
Natalie Thompson	Associate / Restructuring and Insolvency	\$400.00

The foregoing hourly rates are subject to periodic increase (typically in January of each year)⁵ in the normal course of Cassels' business. Other lawyers and paralegals will, from time to time, assist in the representation of the Committee in connection with these cases at Cassels' standard hourly rates in effect for those personnel. The hourly rates set forth above are Cassels' standard hourly rates for work of this nature. These rates are set at a level designated to compensate fairly Cassels for the work of its lawyers and other professionals and to cover fixed and routine overhead expenses. Cassels operates in a complicated, national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, reputation, the nature of the work involved and other factors. Because the sub-markets for legal services are fragmented and are affected by a variety of individualized and interdependent factors, Cassels' rates for certain individual lawyers may vary as a function of the type of matter, the nature of certain long-term client relationships and various other factors, including those enumerated above. Cassels specifically reserves its right to file an application for allowance of an enhanced fee award at the end of this proceeding, subject to the discretion of the Committee.

24. It is Cassels' policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, photocopying charges, travel expenses, expenses for "working meals" and computerized research. Cassels will seek reimbursement for such expenses in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules, the

⁵ Cassels revised its rates for certain professionals as of August 1, 2022.

applicable Local Rules, any order entered in these Chapter 11 Cases establishing procedures for interim compensation and reimbursement of expenses of professionals and any other applicable order of the Court.

25. No agreement exists, nor will any be made, to share any compensation received by Cassels for its services with any other person or firm other than members of Cassels.

26. For the reasons stated herein, Cassels represents no interest adverse to the Debtors' individual creditors or the Committee and, therefore, is capable of fulfilling its duties to the Committee and the creditors that the Committee represents.

27. Cassels intends to apply for allowances of compensation for professional services rendered in these Chapter 11 Cases in accordance with the procedures set forth in Bankruptcy Code section 330 and 331, the applicable Bankruptcy Rules, the applicable Local Rules, any order entered in these Chapter 11 Cases establishing procedures for interim compensation and reimbursement of expenses of professionals and any other applicable order of the Court.

28. The foregoing constitutes the statement of Cassels pursuant to Bankruptcy Code sections 328(a), 329, 504 and 1103, Bankruptcy Rules 2014(a) and 2016(b) and Local Rules 2014-1 and 2016-1.

Statement Regarding U.S. Trustee Guidelines

29. The Committee and Cassels intend to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with this application and the interim and final fee applications to be filed by Cassels in the course of its engagement. In doing so, however, the Committee and Cassels reserve all rights as to the relevance and substantive legal effect of the Revised UST Guidelines in respect of any application for employment or compensation in these cases that falls

within the ambit of the Revised UST Guidelines.

30. The following is provided in response to the request for additional information set forth in Section D.1 of the Revised UST Guidelines.

- (a) Cassels did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement, except that Cassels has agreed to convert its monthly accounts to U.S. dollars at the prevailing Bank of Canada exchange rate, and Cassels has agreed to provide a 10% discount on its standard hourly rates, which discount will be reflected in each of its monthly accounts;
- (b) No rate for any of the professionals included in this engagement varies based on the geographic location of the bankruptcy case;
- (c) Cassels did not represent any member of the Committee in connection with the Chapter 11 Cases or the Recognition Proceedings prior to its retention by the Committee;
- (d) Cassels expects to develop a prospective budget and staffing plan to comply reasonably with the U.S. Trustee's request for information and additional disclosures, as to which Cassels reserves all rights; and
- (e) The Committee has approved Cassels proposed hourly billing rates. The Cassels lawyers staffed on the Recognition Proceedings, subject to modification depending upon further development, are set forth above in paragraph 24.

I declare under penalty of perjury that the foregoing is true and correct on this 6th day of September 2022.

/s/Ryan C. Jacobs

Name: Ryan C. Jacobs

Schedule 1

Schedule of Searched Parties¹

List of Schedules

Schedule	Category
1(a)	Current and Former Affiliates
1(b)	Current and Former Directors and Officers
1(c)	Significant Equityholders
1(d)	Bankruptcy Professionals
1(e)	Banks / Lenders / Administrative Agents
1(f)	Contract Parties
1(g)	Customers
1(h)	Insurance
1(i)	Landlords
1(j)	Litigation
1(k)	Ordinary Course Professionals
1(l)	Potential M&A Transaction Counterparties
1(m)	Taxing Authorities / Government / Regulatory Agencies
1(n)	Top 50 Unsecured Creditors
1(o)	U.S. Trustee, Judges, and Court Contacts for the Southern District of New York
1(p)	Utilities
1(q)	Vendors

¹ This list (and the categories contained herein) are for purposes of a conflicts check only and should not be relied upon by any party as a list of creditors or for any other purpose. As listing a party once allows our conflicts specialists to run a check on such party, we have attempted to remove duplicate entries where possible. Accordingly, a party that otherwise may fall under multiple categories is likely to be listed under only one category.

Schedule 1(a)

Current and Former Affiliates

Coinify Financial Services ApS
Coinify Global Solutions Inc.
Coinify Ltd.
Coinify Payments OU
Coinify Technologies ApS
HTC Trading Inc.
LGO SAS
Voyager Digital Brokerage Canada Ltd.
Voyager Digital Brokerage Ltd.
Voyager Digital Holdings Inc.
Voyager Digital LLC
Voyager Digital Ltd.
Voyager Digital NY LLC
Voyager Europe
Voyager European Holdings ApS
Voyager IP LLC
VYGR Holdings LLC
VYGR Management LLC

Schedule 1(b)

Current and Former Directors and Officers

Ackart, Jennifer
Barrilleaux, Janice
Bateman, Lewis
Brooks, Brian
Brosgol, David
Costantino, Daniel
Dreuzy, Gaspard Aupepin de Lamothe
Egert, Mark
Ehrlich, Stephen
Elliott, Guy
Eytan, Philip
Frizzley, Jill
Gidwani, Rakesh
Hanshe, Gerard
Hugo, Victor
Jensen, Marshall
Keslassy, Jordana
Kramer, Pam
Kreiker, Serge
Ladhani, Akbar
Lavine, Shingo
Legg, Michael
Lightfoot, Jeffrey B.
Lilien, Jarrett
Pohl, Tim
Prithipaul, Ashwin
Psaropoulos, Evan
Ray, Matthew
Reynolds, Brandi
Stevens, Glenn
Toth, Krisztian
Vogel, Scott
Walmesley, Erin

Schedule 1(c)

Significant Equityholders

Alameda Research Ventures LLC

Schedule 1(d)

Bankruptcy Professionals

Berkeley Research Group LLC
Deloitte & Touche LLP
Fasken Martineau DuMoulin LLP
Grant Thornton LLP
Moelis & Co.
Quinn Emanuel Urquhart & Sullivan LLP
Stretto
Valuation Research Corp.

Schedule 1(e)

Banks / Lenders / Administrative Agents

Alameda Research Ltd.
Alameda Ventures Ltd.
Anchorage Digital Bank NA
Anchorage Lending CA LLC
Bank of Montreal
BitGo Prime LLC
BMO
Galaxy Digital LLC
Genesis Global Capital LLC
Metropolitan Commercial Bank
Signature Bank
Silvergate Bank
Tesseract Group Oy
Three Arrows Capital Ltd.

Schedule 1(f)

Contract Parties

Amazon.com Inc.
Celsius Network Ltd.
Chainalysis Inc.
Copper Technologies (UK) Ltd.
Cumberland DRW LLC
Dallas Basketball Ltd.
Dinwiddie Corp., The
DV Chain LLC
FiCentive Inc.
Fireblocks Inc.
Fireblocks Ltd.
Gronk Endorsements LLC
JSCT LLC
Landon Cassill Inc.
Ledger Technologies Inc.
Tai Mo Shan Ltd.
Talos Trading Inc.
ThoughtWorks Inc.
Usio Inc.
Wintermute Trading Ltd.

Schedule 1(g)

Customers

[CONFIDENTIAL]

Schedule 1(h)

Insurance

CAC Specialty Co.
FirstBrook Cassie & Anderson Ltd.
Great Midwestern Insurance Co.
Hartford Fire Insurance Co.
Hartford Underwriters Insurance Co.
Lloyd's of London Syndicate
MJD3 Associates LLC
Relm Insurance Ltd.
XL Specialty Insurance Co.

Schedule 1(i)

Landlords

Regus
WeWork Inc.

Schedule 1(j)

Litigation

Alabama, State of, Securities Commission Berk, Jordan
California, State of, Business, Consumer Services & Housing Agency, Department of Financial
Protection & Innovation
Cassidy, Mark
Indiana, State of, Securities Division
Kentucky, Commonwealth of, Department of Financial Institutions
New Jersey, State of, Bureau of Securities
Oklahoma, State of, Department of Securities
South Carolina, State of, Securities Commissioner
Texas, State of, Securities Board
US Bank NA
Vermont, State of, Department of Financial Regulation
Washington, State of, Department of Financial Institutions, Securities Division

Schedule 1(k)

Ordinary Course Professionals

Berger Singerman LLP
Conyers Dill & Pearman LLP
Day Pitney LLP
Frankfurt Kurnit Klein & Selz PC
Jackson Lewis PC
Jenner & Block LLP
Kramer Levin Naftalis & Frankel LLP
Lowenstein Sandler LLP
Mintz & Gold LLP
Paul Hastings LLP
Seyfarth Shaw LLP
Troutman Pepper Hamilton Sanders LLP
Walkers Corporate Ltd.

Schedule 1(l)

Potential M&A Transaction Counterparties

[CONFIDENTIAL]

Schedule 1(m)

Taxing Authorities / Government / Regulatory Agencies

Alabama, State of, Department of Revenue
Alaska, State of, Department of Revenue
Arizona, State of, Department of Revenue
Arkansas, State of, Department of Finance & Administration
California, State of, Franchise Tax Board
Connecticut, State of, Department of Revenue Services
Delaware, State of, Department of Revenue
Florida, State of, Department of Revenue
Georgia, State of, Department of Revenue
Idaho, State of, Tax Commission
Illinois, State of, Department of Revenue
Indiana, State of, Department of Revenue
Iowa, State of, Department of Revenue
Kansas, State of, Department of Revenue
Kentucky, Commonwealth of, Department of Revenue
Louisiana, State of, Department of Revenue
Maine, State of, Department of Revenue Services
Maryland, State of, Comptroller
Michigan, State of, Department of Treasury
Minnesota, State of, Department of Revenue
Mississippi, State of, Department of Revenue
Nebraska, State of, Department of Revenue
New Hampshire, State of, Department of Revenue Administration
New Jersey, State of, Division of Taxation
New Mexico, State of, Department of Tax & Revenue
North Carolina, State of, Department of Revenue
North Dakota, State of, Office of State Tax Commissioner
Oklahoma, State of, Tax Commission
Oregon, State of, Department of Revenue
Pennsylvania, Commonwealth of, Department of Revenue
Rhode Island, State of, Division of Taxation
South Carolina, State of, Department of Revenue
Tennessee, State of, Department of Revenue
Texas, State of, Comptroller of Public Accounts
Utah, State of, State Tax Commission
Virginia, Commonwealth of, Department of Taxation
Washington, D.C., Office of Tax & Revenue
West Virginia, State of, Tax Department
Wisconsin, State of, Department of Revenue

Schedule 1(n)

Top 50 Unsecured Creditors

Alameda Research LLC
[CONFIDENTIAL]

Schedule 1(o)

U.S. Trustee Personnel, Judges, and Court Contacts for the Southern District of New York

Arbeit, Susan
Beckerman, Lisa G.
Bruh, Mark, Esq.
Chapman, Shelley C.
Cornell, Shara
Drain, Robert D.
Garrity, James L., Jr.
Glenn, Martin
Harrington, William K.
Higgins, Benjamin J.
Jones, David S.
Lane, Sean H.
Masumoto, Brian S.
Morris, Cecelia G.
Morrisey, Richard C.
Riffkin, Linda A.
Schwartz, Andrea B.
Schwartzberg, Paul K.
Scott, Shannon
Tiantian, Tara
Velez-Rivera, Andy
Wells, Annie
Wiles, Michael E.
Zipes, Greg M.

Schedule 1(p)

Utilities

Phone.com Inc.
Verizon Wireless
WeWork Inc.

Schedule 1(q)

Vendors

15Five Inc.
33 Irving Tenant LLC
A&V Sports Group LLC
Accretive Capital
Accura Advokatpartnerselskab
Accurate Staffing Solutions Corp.
Ackart, Jennifer C.
Actimize Inc.
Acxiom LLC
Ada Support Inc.
Adam Atlas, Attorneys at Law
AdColony Inc.
Adobe
Adperio Network LLC
Advokaadibüroo Cobalt OÜ
Aiven
aktiencheck.de AG
A-LIGN
Alps Consulting LLP
Already Design Co.
Alvarez & Marsal Canada Inc.
Amalgamated Suncoast Portfolio LLC
Amazon
Amazon Web Services
Amazon Web Services Inc.
American Airlines
American Arbitration Association Inc.
Amicaz Group LLC
Angry Pug Sportswear LLC
Aon Consulting Inc.
Apple
Apple Inc.
Apple Search Ads
Appsflyer
Arianna Jonae LLC
Arndt, Krista
Arrow Search Partners
Atlassian
Aura Sub LLC
Authentic8 Inc.
Baker & McKenzie LLP
Bank Khanty-Mansiysk

Barefoot LLC
Barkley, Matthew M.
Bateman Capital Inc.
BDA International Ltd.
Beekman Social LLC
Behmer & Blackford LLP
Belk, Chandler
Benabe, Alejandro
Benchmark Co. LLC, The
Berger Singerman LLP
BetterInvesting Inc.
Beutler Enterprises Inc.
Beyond Studios
Big Outdoor Holdings LLC
BitGo Inc.
Bitrise.io
Blackwired (US) Inc.
Blake Cassels & Graydon LLP
Block Crypto Inc., The
Blockchain Association
Blockdaemon Inc.
BlockWorks Advisors LLC
BlockWorks Group LLC
Bloomberg Finance LP
Botero-Uribe, Sergio
BPM LLP
Brent, Karen
BrightEdge Technologies Inc.
Brill Advisors LLC
British Airways
Broadridge Financial Solutions Inc.
Brooks, Brian P.
Brunson, Jalen
Brunson, Jalen M.
BTC Media Ltd.
BTIG LLC
Buddakan Business Wire Inc.
Cabezas, Jamie
Campbells LLP
Canada Revenue Agency
Capone, Steven
Carbone
Carbone NYC
Cassill, Landon
Catamorphic Co.
CC API

CC Data
CCM Advisory LLC
CDS Clearing & Depository Services
CDW LLC
Certified Kernel Tech LLC
Chameleon Collective Consulting LLC
Chang Tsi & Co.
Chorba, Phillip J.
Chord Advisors LLC
Citigate Dewe Rogerson Ltd.
Cloud Posse LLC
Cloudflare Inc.
Cloudinary Ltd.
CNSX Markets Inc.
CNW Group Ltd.
Cockroach Labs Inc.
Coding Lobster
Coinbound Inc.
Colaprico, Danielle
ColorArt
Complex Sports & Entertainment LLC
Computershare Ltd.
Conbere, Anders
Concur Technologies Inc.
Consensus 2022
Constant Plan LLC, The
Conyers Dill & Pearman LLP
CorCom LLC
Corey Thomas Design
Corpay One Inc.
Cosmopolitan of Las Vegas, The
Costantino, Dan
Costantino, Daniel
Creative Circle LLC
Crypto Rating Council LLC, The
CXG Holdings Inc.
Cyber Job Central LLC
Cypress Group Staffing Inc.
CyZen Tech Co. Ltd.
Dajax LLC
Dallas Mavericks Inc.
Data.ai Inc.
Datadog Inc.
Daversa Partners Ltd.
David Bolton PC
Davis, Ashtyn

Day Pitney LLP
de Dreuzy, Gaspard
Dechert (Paris) LLP
Delaware, State of, Division of Revenue, Tax Agency
DeLeon, Zusette
Deloitte & Touche LLP
Delta Air Lines Inc.
Deshchenko, Anton
Devexperts Sofia Ltd.
Dezenhall Resources Ltd.
Diamond Equity Research LLC
Dianomi Inc.
Digital Commerce Bank
Digital Niche Agency
Digital257 Technologies Inc.
Dinwiddie Inc.
Dinwiddie, Spencer
Distinguished Search LLC
Distrust LLC
Docker Inc.
DocuSign Inc.
Donnelley Financial Solutions
Canada Corp. dotdigital Inc.
Dotmailer Inc.
DoubleStruck Designs
Dropbox Inc.
Duane Morris LLP
Duclair, Anthony
Elasticsearch Inc.
Elevate Brand Marketing Inc.
Ellenoff Grossman & Schole LLP
Endeavor Parent LLC
EQS Group AG
Eronin, Max
eSSENTIAL
Accessibility Inc.
Esterhuizen, Eben
Exzac Inc.
Eytan, Philip
Fastly Inc.
Feissli, Stefan
Fidelifacts Metropolitan New York Inc.
Figma Inc.
Financial Services Information Sharing & Analysis Center
Find Your Happy LLC
Finney-Smith, Dorian

FirstBrook Cassie & Anderson Ltd.
Fivetran Inc.
Flint Inc.
Florida, State of, Department of Agriculture & Consumer Services
Fogie, Seth
Fort Capital Ontario Inc.
Fragomen Del Rey Bernsen & Loewy LLP
Frankfurt Kurnit Klein & Selz PC
Freshworks Inc.
Friends of Falcon Hockey Inc., The
Fundamental Research Corp.
Fusion of Ideas Inc.
Gilja, Neha
GitHub Inc.
Glass Lewis & Co. LLC
Glendale Securities Inc.
Glushon Sports Management
Good Causes Inc.
Goodbay Technologies Inc.
GoodHire
Google Ads Management Ltd.
Google Cloud
Google G Suite
Google LLC
Google Voice Inc.
Gorsuch, Michael
GRA Enterprises LLC
Grant Thornton LLP
Gravitational Inc.
Green, Derek
Green, Sheri
Greenhouse Software Inc.
Greifenkamp, Jonathan
Gronkowski, Chris
Gronkowski, Christopher
Gronkowski, Daniel
Gronkowski, Glenn
Gronkowski, Gordon
Gronkowski, Gordon, Jr.
Gronkowski, Rob
G-Suite Holdings Ltd.
Gyamfi, Andrew
HackerOne Inc.
Hamilton, Kristen
HappyFunCorp LLC
HardHead Marketing

Harris, Lindsey
Harrison, Tom
Hashtag Business LLC
Helman, David
Hill Dickinson LLP
Hireclout Inc.
Holt, Robert B.
Hotjar Ltd.
Hunt, Akeem
ICE Systems Inc.
Impact Tech Inc.
Independent Trading Group (ITG) Inc.
Indianapolis Motor Speedway LLC
Infinite Agency LLC
Infinite IP Corp.
Infinity Consulting Solutions Inc.
Interviewstreet Inc.
Intralinks SA
Intuit Inc.
IPQualityScore
IQTalent Partners Inc.
Ironclad Inc.
Iterable Inc.
JA Visual Solutions LLC
Jackson Lewis PC
Jackson, Davin A.
Jackson, Sean
JDI Studio LLC
Jensen Hughes Inc.
JetBlue Airways Corp.
JetBrains s.r.o.
JFrog Ltd.
Jivaro Professional Headhunters LLC
Johnson Rivers Lyons LLC
Johnson, Estelle
JP Galda & Co.
Jumio Corp.
Karashik, Adam
Kate Leavell Cos. LLC
Kaulig Racing Inc.
KCSA Strategic Communications
Kelber, Maximilian
Ketchum Inc.
Kforce Inc.
KLDDiscovery Ontrack LLC
Kleber, Maximilian

Klingenberg, Meghan
Knapp, Marla K.
KnowBe4 Inc.
Korn Ferry (US)
Koto Studio LLC
Kramer Levin Naftalis & Frankel LLP
Kramer, Pamela
Kratka, Mary
Kreiker, Serge
La Cantera Resort & Spa
Lagiglia, Dominique
Lakeshore Securities Inc.
Landgraf, Jennifer
Las Vegas Motor Speedway
LastPass
Laurel Hill Advisory Group LLC
LD Micro Inc.
Learfield Communications LLC
Lee, Janice
Levin Group Ltd.
Lin, Monica
LogMeIn
LogMeIn USA Inc.
Lord, Jessica
Loyalist LLC
Luk, Brian
Lussi, Tyler
Lytham Partners LLC
MaestroQA Inc.
Major Lindsey & Africa LLC
Malocca, Greg
Malwarebytes Inc.
Marcum LLP
Mark Fabiani LLC
Market One Media Group Inc.
Market Rebellion LLC
Marrelli Support Services Inc.
Maxx Management LLC
McCarter & English LLP
McCarthy Lebit Crystal & Liffman Co. LPA
McCrary, Chelsea
McCurdy, Tess
McDonald, Jess
McDonald, Jessica
Mediant Communications Inc.
Medium Rare Live LLC

Meltwater News US Inc.
Merlin Media LLC
MessageBank LLC
Meta Platforms Inc.
Microsoft Corp.
Mintz & Gold LLP
Miro SA
Mitchell, Jonathan
Mixpanel Inc.
Mobile Action Inc.
Mohseni, Cyrus
monday.com Ltd.
Money Services Business Association Inc., The
Mortimer, Kelsey
Motivate Design LLC
Motive Interactive Inc.
Mountain Shadows Resort
MPJ Advisors LLC
MSG Arena LLC
NAI Interactive Ltd.
Nasdaq Corporate Solutions LLC
National Women's Soccer League LLC
NBCN Clearing Inc.
Netki Inc.
Network Redux LLC
New York, State of, Department of Taxation & Finance
Next for Me Media Inc.
NMLS
Noble Capital Markets
Noble Capital Markets Inc.
Nominis Advisory Ltd.
Ntilikina, Frank
NuMedia LLC
Oative
Ogon LLC
Olivia Faria LLC
Online Business Systems Inc.
OnlineNotary.net
Ontario Securities Commission
OpsGenie
OpsGenie Inc.
Optimal Workshop
Oracle America Inc.
Organic Inc.
OST Labz Pvt. Ltd.
OTC Markets Group Inc.

Owen Bird Law Corp.
Pada Ventures Inc.
Pager Inc.
Pagerduty Inc.
Penn Recruiting LLC
Perkins Coie LLP
Pickwick Capital Partners LLC
Piper Cos. LLC
PitchBook Data Inc.
Plaid Inc.
PN Agency
PopNoggins LLC
PortSwigger Ltd.
Postman Basic Monthly
Powell, Dwight
PR Newswire Inc.
Premier Partnerships Inc.
Pressley, Toni
Printed Threads
Proconsul Capital Ltd.
Project 1972 Inc.
Pro-Sport Media Management LLC
Psaropoulos, Evan
PSAV Inc.
Psyhnov, Timofy
Publicist Inc.
QLUE Forensic Systems Inc.
Quality Wolves
Quantstamp Inc.
Quantum Talent Group, The
QWIL Inc.
Ramnarine, Chandkumar R.
Rashad A. Jennings Inc.
Ratzlaff, Cordell
Reciprocity Inc. Regus
Regus Management Group LLC
Reisz, Carey
Republic Crypto LLC
Residence Inn by Marriott Dayton Beavercreek
Ringside Canada Inc.
Ripple, Peter I.
Roadmunk Rocketship HQ LLC
Rockwell, Fred
Rodriguez, Kevin
Ronick, David
S&S Activewear LLC

Sabetmoghaddam, Paniz
Santoshi Enterprise Ltd.
Santucci, Amanda
Schiff Hardin LLP
Scott, John M.
Seeking Alpha Inc.
Segment.IO Inc.
Seprio LLC
Seyfarth Shaw LLP
Shei, Christopher
Sheraton Grand Nashville Downtown Hotel
Sidoti & Co. LLC
Sift Science Inc.
Silver Management Group Inc.
Singular Research LLC
Slack Technologies LLC
Sloane & Co. LLC
SLS South Beach
Smarsh Inc.
Smart City Networks LP
Snapchat
Snowflake Inc.
Snyk Inc.
Soar, Hannah
Socure Inc.
Soona Co.
Sovran, William O.
Spacelift Inc.
Spatialize
Sports Girls, The
SquareWorks Consulting LLC
Staab, Sam
Staab, Samantha
Standout Tech Solutions LLC
Stephenson, Charles
Sterling Trading Tech
STK International Inc.
Stockhouse Publishing Ltd.
Stockjock.com LP
StockVest Inc.
Stone, Isaiah
Swag.com Inc.
Sweet, Noah C.
Tableau Software Inc.
Tam, Miko
Tapjoy Inc.

Taylor & Gray LLC
Techracers Pvt. Ltd.
Teneo Strategy LLC
Tennessee, State of, Department of Revenue
Terminal Inc.
Thompson House Group
TradingView Inc.
Travelator Inc.
Travelbank Ltd.
Travelers Cos. Inc., The
Troutman Pepper Hamilton Sanders LLP
TSX Inc.
Tupole Technologies Pte. Ltd.
Turnbull, James
Turner, Trea
Turner, Trea V.
Twilio Inc.
Twitter Inc.
Typeform SL
Uber Technologies Inc.
Unique Prints LLC
United Airlines Holdings Inc.
United Parcel Service Inc.
Unity Technologies Corp.
Upside Business Travel
UserTesting Inc.
Valdes-Scantling, Marquez
Valuation Research Corp.
Venture Group Capital LLC
Verizon Wireless Services LLC
Vijay, Kumar B.
Vincent Manufacturing Inc.
Vo, Donna
Vulcanize Inc.
W Dallas - Victory
W New York - Union Square
Walkers Corporate Ltd.
Walkers Ireland LLP
Wall Street Blockchain Alliance
Wall Street Dead aHead Networking LLC
Wandering Bear Inc.
Watt, Ally
Watt, Ally M.
Weisman Tech Law LLC
Westphal, Christen
WeWork Inc.

Whistler Search Partners LLC
White, Jarobi
WilliamsMarston LLC
Willis Towers Watson PLC
Winjit Technologies Pvt. Ltd.
Winslow, The
Wrike Inc.
WRZ Chartered Accountants
Yanpolsky, Andre
Yuen, Eva
Zapier Inc.
Zendesk Inc.
ZeroFox Inc.
Zoom Video Communications Inc.

Schedule 2(a)^{1, 2, 3}
Current Clients

Name of Entity Searched	Name of Entity and/or Affiliate that is a Client of Cassels
Baker & Mckenzie LLP	Baker & Mckenzie LLP
[REDACTED]	[REDACTED]
Carbone	Carbone Restaurant Group Inc.
CDW LLC	CDW LLC
Deloitte Tax LLP / Deloitte & Touche	Deloitte Ltd. Deloitte Restructuring Inc.
Frankfurt Kurnit Klein & Selz, P.C.	Frankfurt Kurnit Klein & Selz PC
[REDACTED]	[REDACTED]
Google LLC	Google Inc.
Grant Thornton US / Grant Thornton LLP	Grant Thornton LLP Grant Thornton Limited
Paul Hastings LLP	Paul Hastings LLP
Regus Regus Management Group, LLC	RGN Management Limited Partnership (Regus)
Seyfarth Shaw LLP	Seyfarth Shaw LLP
Signature Bank	Signature Bank
Troutman Pepper Hamilton Sanders LLP	Troutman Pepper Hamilton Sanders LLP

-
- ¹ The term “current client” means a client to whom time was posted in the 12 months immediately preceding July 29, 2022, the date the Committee selected Cassels as its proposed Canadian counsel.
- ² Cassels may currently represent or have previously represented certain affiliates of the entities disclosed herein, and the disclosure is accordingly broad in scope.
- ³ Due to commonality of names of the individuals marked in this schedule with an asterisk (*), Cassels was unable to determine whether such individuals or entities are in fact parties whom Cassels currently represents, and/or has in the past represented, in matters unrelated to these Chapter 11 Cases. However, Cassels has included such individuals in this schedule out of an abundance of caution.

Schedule 2(b)⁴
Former Clients

Name of Entity Searched	Name of Entity and/or Affiliate that is a Client of Cassels
Amazon Amazon Web Services Amazon Web Services, Inc.	Amazon Web Services (AWS)
Apple Inc.	Apple TV +
Data.ai Inc. (Formerly Known As App Annie Inc.)	App Annie Inc.
[REDACTED]	[REDACTED]
XL Specialty Ins. Company	AXA XL Re Services Ltd. Axa Insurance Company

⁴ The term “former client” means a client to whom time was posted between 12 and 36 months immediately preceding July 29, 2022, the date the Committee selected Cassels as its proposed Canadian counsel, but for whom no time has been posted in the 12 months preceding July 29, 2022.

Schedule 2(c)⁵
Closed Clients

Name of Entity Searched	Name of Entity and/or Affiliate that is a Client of Cassels
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
Philip Eytan	Philip Eytan
Twitter, Inc.	Twitter, Inc.

⁵ The term “closed client” means a client to whom time was posted in the 36 months immediately preceding July 22, 2022, the date the Committee selected Cassels as its proposed Canadian counsel, but for which the client representation has been closed.